

MAR 11 1983 12 02 PM

INTERSTATE COMMERCE COMMISSION

GRAVATH, SWAINE &amp; MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

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No.

Date

Fee \$

ICC Washington, D. C.

March 10, 1983

Subordination of Prior Lien Mortgage Lien  
to New Equipment Agreement Dated as of February 14, 1983  
Supplementing Prior Lien Mortgage--Recordation No. 6130  
and Supplemental Indenture--Recordation No. 6130-A

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Missouri-Kansas-Texas Railroad Company for filing and recordation counterparts of the following document:

Subordination of Prior Lien Mortgage Lien to New Equipment Agreement dated as of February 14, 1983, executed by Manufacturers Hanover Trust Company, as Corporate Trustee thereunder.

The Subordination in the nature of a partial release of two hundred eighty-three (283) 100-ton 4,750 cu.ft. triple hopper cars bearing the Railroad's road numbers MKT 4317 through MKT 4599, both inclusive, supplements a Prior Lien Mortgage of Missouri-Kansas-Texas Railroad Company dated January 1, 1922, executed by Central Union Trust Company of New York and Daniel K. Catlin, trustees, filed with the Interstate Commerce Commission on April 22, 1971, recordation number 6130. A Supplemental Indenture dated July 1, 1960, executed by Manufacturers Hanover Trust Company and Daniel K. Catlin, trustees, was

*Handwritten notes:*  
6130-B  
Missouri-Kansas-Texas Railroad Company  
Manufacturers Hanover Trust Company

filed with the Interstate Commerce Commission on April 22, 1971, recordation number 6130-A.

Please file and record the Subordination submitted with this letter and assign it Recordation Number 6130-B.

Enclosed is a check for \$10.00 payable to the Interstate Commerce Commission for the recordation fee for the Subordination.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,

*Laurance V. Goodrich*

Laurance V. Goodrich  
as Agent for Missouri-  
Kansas-Texas Railroad Company

Agatha L. Mergenovich, Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

Encls.

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

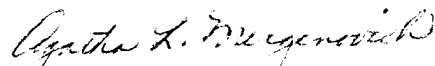
Laurance V. Goodrich  
Cravath, Swaine & Moore  
One Chase Manhattan Plaza  
New York, N. Y. 10005

March 11, 1983

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/11/83 at 2:05PM, and assigned re-recording number(s). 6130-B, 12320-D, 12320-E, 12414-D, 12414-E, 12600-A, & 12601-B

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. 6130-B  
FILED 1428

MAR 11 1983 - 2 02 PM

INTERSTATE COMMERCE COMMISSION

SUBORDINATION OF PRIOR LIEN MORTGAGE LIEN  
TO NEW EQUIPMENT AGREEMENT

WHEREAS, the former MISSOURI-KANSAS-TEXAS RAILROAD COMPANY, a corporation of the State of Missouri (now MISSOURI-KANSAS-TEXAS RAILROAD COMPANY, a Delaware corporation, hereinafter called "Railroad Company"), heretofore duly executed and delivered to the Corporate Trustee (under its then name of Central Union Trust Company of New York) and to the Individual Trustee, its Prior Lien Mortgage, dated as of January 1, 1922 (hereinafter referred to as the "Original Mortgage") which Original Mortgage has heretofore been supplemented from time to time (the Original Mortgage as so supplemented being hereinafter referred to as the "Mortgage"), and which Mortgage provides that the lien of the Mortgage shall apply, with certain exceptions not germane hereto, to all after-acquired property acquired by the Railroad Company; and

WHEREAS, Section 12 of Article Ten of the Mortgage provides that the Trustees shall execute an instrument subordinating the lien of the Mortgage to a new equipment agreement which may result from the Railroad Company refinancing any obligations outstanding under any equipment trust, conditional sale agreement or similar arrangement for the purchase or acquisition of the equipment ("equipment" defined therein to mean rolling stock) upon the compliance by Railroad Company and its officers with certain other conditions as set forth in said Section 12; and

WHEREAS, the Railroad Company has represented that it leased the hereinafter described equipment in 1980 from its subsidiary SOUTHWESTERN STATES MANAGEMENT CO. with an option to purchase the equipment on the termination of the Leases; and

WHEREAS, the Railroad Company has represented that it has undertaken a refinancing of its acquisition of such equipment by the creation of the hereinafter described Conditional Sale Agreement and a simultaneous termination of the aforesaid Leases, and has otherwise complied with the conditions of Sections 12 and 15 of Article Ten of the Mortgage; and

WHEREAS, the Trustee is agreeable to subordinating the lien of the Mortgage on the equipment described below, being subject to the lien thereof, to the lien of that certain new equipment agreement being, more specifically, a Conditional Sale Agreement by and between SOUTHWESTERN STATES MANAGEMENT CO. and MISSOURI-KANSAS-TEXAS RAILROAD COMPANY, dated as of January 15, 1983, providing a purchase price of \$9,166,000, as assigned pursuant to the Agreement and Assignment between SOUTHWESTERN STATES MANAGEMENT CO. and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent, dated as of January 15, 1983 (said Conditional Sale Agreement and Agreement and Assignment hereinafter collectively called "New Equipment Agreement"), copies of which have been furnished to the Trustee; and

WHEREAS, the Railroad Company has represented that the equipment which is being refinanced by it and which is to be subject to the terms and provisions of the New Equipment Agreement is two hundred eighty-three (283) 100-ton 4,750 cu. ft. triple hopper cars bearing Railroad's road numbers MKT 4317 through MKT 4599, both inclusive (hereinafter called the "Equipment");

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS:

THAT MANUFACTURERS HANOVER TRUST COMPANY, successor by merger to the HANOVER BANK (formerly known as CENTRAL UNION TRUST COMPANY OF NEW YORK), a corporation existing under the laws of the State of New York (hereinafter called "Prior Lien Trustee"), the duly qualified and acting Corporate Trustee under the Prior Lien Mortgage of Missouri-Kansas-Texas Railroad Company, dated January 1, 1922, as supplemented by Supplemental Indentures dated July 1, 1960; January 1, 1961; and December 31, 1974 (hereinafter called "Prior Lien Mortgage"), pursuant to the terms and provisions of Section 12 of Article Ten of the Prior Lien Mortgage does hereby agree that its lien and security interest under the Mortgage against the above described Equipment and all of its rights against said Equipment shall be and remain inferior and subordinate to the lien and security interest of the aforesaid Conditional Sale Agreement between Southwestern States Management Co. and Missouri-Kansas-Texas Railroad Company to secure the payment of the sum of \$9,166,000 required thereunder.

IN WITNESS WHEREOF, Manufacturers Hanover Trust Company as Corporate Trustee under the Prior Lien Mortgage has caused this instrument to be executed

and attested in its name and by its officers and its corporate seal to be hereunto affixed as of this 14TH day of FEBRUARY, 1983.

MANUFACTURERS HANOVER TRUST COMPANY  
as Corporate Trustee under the  
Prior Lien Mortgage on  
Missouri-Kansas-Texas Railroad Company

ATTEST:

[Signature]  
~~Assistant~~ Trust Officer

By: [Signature]  
President

STATE OF NEW YORK )  
                              ) ss:  
COUNTY OF NEW YORK )

On this 10<sup>th</sup> day of February, 1983, before me personally appeared E. C. COOPER JR., to me personally known, who being by me duly sworn says that he is the ASST. VICE PRESIDENT, of MANUFACTURERS HANOVER TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature: Mary Leonardi]  
Notary Public in and for New York County,  
New York

My Commission expires: \_\_\_\_\_.

MARY LEONARDI  
Notary Public, State of New York  
No. 40-7495520  
Qualified in Putnam County  
Certificate Filed in New York County  
Commission Expires March 30, 1984